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July 21, 2005

VIA HAND DELIVERY

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: In the Matter of the Application of Winstar Communications, LLC and GVC Networks, LLC for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, for a Transfer of Control of a Domestic Carrier

Dear Ms. Dortch:

On behalf of Winstar Communications, LLC ("Winstar") and GVC Networks, LLC ("GVC") (together, the "Applicants"), enclosed please find an original and six (6) copies of an application requesting the Commission approval for the transfer of control of Winstar to GVC.

Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer application ("Combined Application"). Applicants are simultaneously filing this Combined Application with the International Bureau, in accordance with the Commission's rules, via its electronic filing system ("MyIBFS"). Under separate cover, Applicants are also filing a Request for Special Temporary Authority, concurrent with this filing.

Also enclosed is a completed Fee Remittance Form 159, which provides an American Express credit card number and expiration date for payment of \$895.00 to the Federal Communications Commission, to satisfy the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules.

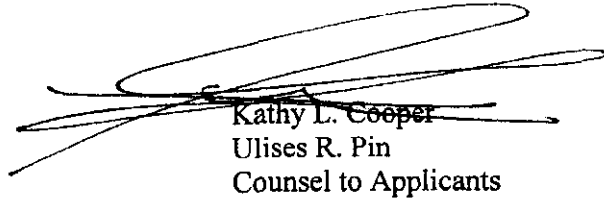
SWIDLER BERLIN LLP

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Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please do not hesitate to contact us if you have any questions regarding this filing.

Respectfully submitted,



Kathy L. Cooper
Ulises R. Pin
Counsel to Applicants

Enclosure

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
WINSTAR COMMUNICATIONS, LLC)	
)	
AND)	
)	
GVC NETWORKS, LLC)	File No. ITC-T/C-2005 _____
)	WCB Docket No. 04 _____
Application for authority pursuant)	
to Section 214 of the Communications)	
Act of 1934, as amended, for the Transfer of)	
Control of Winstar Communications, LLC,)	
an authorized U.S. International)	
and Domestic Carrier, from)	
Winstar Holdings, LLC)	
to GVC Networks, LLC)	

**APPLICATION FOR A TRANSFER OF CONTROL OF DOMESTIC AND
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

INTRODUCTION

Winstar Communications, LLC ("Winstar") and GVC Networks, LLC ("GVC" or "Transferee") (collectively "Applicants"), by their undersigned attorneys and pursuant to Section 214 of the Communications Act of 1934 (the "Act"), as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04 and 63.24, hereby request approval for a transfer of control of Winstar's domestic and international Section 214 authorizations from Winstar Holdings, LLC. ("Winstar Holdings") to GVC.

As part of the transaction, Winstar's parent company, Winstar Holdings, will form a subsidiary, Winstar, LLC ("Winstar NewCo") and GVC will also form a wholly-owned subsidiary ("GVC NewCo"). Winstar NewCo will merge into GVC NewCo. Winstar NewCo

will be the surviving entity after the merger. As a result of the merger, Winstar NewCo, along with Winstar, will be spun off from Winstar Holdings, whereby GVC will acquire, indirectly, 100% of the equity interest in Winstar through its ownership interest in Winstar NewCo.

As described in detail below, the proposed transaction will result in a change in the ultimate ownership of Winstar, but the management and operation of Winstar will continue largely unchanged. Although the controlling interest in Winstar's ultimate parent will change, Winstar will continue to provide services to its existing United States customers under existing service arrangements pursuant to its Section 214 authority granted by the Commission. The proposed Transaction, therefore, will be seamless to Winstar's customers. Attached hereto as Exhibits A-1 and A-2 are organization charts that illustrate the current corporate structure of the parties and the structure that will exist immediately following consummation of the proposed transfer of control.

I. DESCRIPTION OF THE PARTIES

A. Winstar Communications, LLC

Winstar is a limited liability company organized under the laws of the State of Delaware with its principal business office located in Newark, New Jersey. Winstar is a wholly-owned operating subsidiary of Winstar Holdings. IDT Corporation ultimately owns Winstar Holdings. IDT is a publicly held corporation organized under the laws of the State of Delaware with its principal business office located at 520 Broad Street, Newark, New Jersey 07102-3111. Winstar is authorized to provide (i) domestic interstate telecommunications services under a "blanket" domestic Section 214 authorization;¹ and (ii) global or limited global facilities-based

¹ Winstar operates its telecommunications services directly and through the following wholly-owned subsidiaries Winstar Communications of Arizona, LLC; Winstar of Delaware, LLC; Winstar of Georgia, LLC; Winstar of Hawaii, LLC; Winstar of Indiana, LLC; Winstar of Louisiana, LLC; Winstar of New Jersey, LLC; Winstar of New York, LLC; Winstar of Pennsylvania, LLC; Winstar of Virginia, LLC; and Winstar of West

international service under an international Section 214 authorization issued by the Commission (File No. ITC-214-20020211-00042). An organizational diagram of Winstar's corporate structure is included as part of Exhibit A-3.

B. GVC Networks, LLC

GVC is a Delaware limited liability company with its principal business office located in Detroit, Michigan. GVC is the parent company of GVC Newco. For the Commission's reference, an organizational diagram of Transferee's corporate structure is attached hereto as Exhibit A-4.

GVC is a minority-owned enterprise formed to provide facilities-based local, long distance, and high speed data (broadband) communications services to business and multi-tenant residential entities. GVC is currently authorized to provide these services in the State of Michigan.²

II. DESCRIPTION OF THE TRANSACTION (ANSWER TO QUESTION 13)

Pursuant to the Agreement and Plan of Merger between the parties ("Agreement"), GVC will acquire, indirectly, 100% of the equity in Winstar through a two-part transaction. In the first part, Winstar Holdings will form a wholly-owned subsidiary, Winstar NewCo, which will, in turn, wholly-own Winstar. In the second part of the transaction, Winstar NewCo will merge into GVC NewCo, with Winstar NewCo as the surviving entity. As a result of the merger, GVC will acquire a 100% equity interest in Winstar NewCo, and thus, a 100% indirect ownership interest in Winstar. For the Commission's convenience, pre- and post-transaction organizational charts are provided as Exhibits A-1 and A-2.

Virginia, LLC.

²

See Michigan Public Service Commission, Case U-13828.

Because the transaction will be completed at the holding company level and will not change the rates, terms or conditions of Winstar's services, the proposed transaction will be transparent to customers of Winstar receiving services in the United States.

Winstar, backed by its ultimate parent company GVC, will continue to possess the managerial and technical qualifications to provide domestic interstate and international telecommunications services. GVC currently plans to retain the majority of Winstar's current management team and will also rely on its experienced professionals. It is thus not contemplated that there will be significant changes in Winstar's current management as a result of this transaction, and the current senior management is expected to continue to oversee the day-to-day operations of Winstar's business. Of course, over time, there may be management changes as deemed appropriate by GVC.

GVC is a minority enterprise composed of a team of seasoned executives with significant past experience in recognized leaders in the telecommunications industry including MCI, AT&T, SBC, Sprint, Global Crossing and Winstar.

As indicated above, GVC also will rely upon many of Winstar's existing operations and management personnel who are familiar with the nature of the existing operations. As a result, Winstar will continue to be led by a well-qualified management team and Transferee will have the managerial and technical expertise and resources necessary to own and continue the Winstar telecommunications business.

III. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the transaction described herein serves the public interest. In particular, as explained above, Applicants submit that the transaction will be conducted in a manner that will be virtually transparent to Winstar's customers. Moreover, the

transaction will ensure the continuation of Winstar's business and its position as a strong competitor in the domestic and international telecommunications markets, assuring that the benefits of competition generated by Winstar's presence will not be lost to consumers. GVC will supplement Winstar's current management, the majority of whom will be retained post-close, and will bring additional capital to Winstar. In addition, GVC, as a minority-owned enterprise, whose objective is not only to serve existing Winstar customers but to extend its product line, including broadband communications to underserved and minority populations throughout the United States, will improve telecommunications infrastructure and economic opportunities for the United States as a whole. The commitment of GVC to the minority community gives rise to the potential for new or enhanced infrastructure in underserved areas that traditional service providers, including the incumbents, have failed to actively service in the past.

Moreover, the change in ultimate ownership of Winstar will not have any adverse impact on existing customers. The transfer of control of Winstar will not result in a change of carrier for Winstar's customers or any transfer of authorizations. Immediately following consummation of the transaction, Winstar will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. Indeed, as indicated above, GVC anticipates that this transaction will result in the provision of more advanced telecommunications services to a broader customer base throughout the United States. For these reasons, Applicants respectfully submit that this transaction is in the public interest.

IV. REQUEST FOR EXPEDITED CONSIDERATION AND STREAMLINED PROCESSING

A. Request for Expedited Consideration

The public interest will also be served by consideration and approval of the transaction no later than August 22, 2005. As noted above, the transfer of control of Winstar will allow Winstar to continue as a strong competitor in the domestic and international telecommunications markets. For various business reasons, the transaction must be closed by August 22, 2005, and it is therefore in the interest of all parties – Winstar, GVC, and their respective customers, employees, shareholders and creditors – that the Commission issue its approval prior to that time. Applicants emphasize that the transfer of control will be seamless and completely transparent to Winstar's customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to Winstar's customers. Accordingly, Applicants request that the Commission commence its examination of the proposed transaction as soon as possible and complete its review no later than August 22, 2005.

B. Request for Streamlined Processing

As discussed below, this Application is eligible for presumptive streamlined treatment under Sections 63.03(b)(1)(ii) and 63.12 of the Commission's rules, 47 C.F.R. §§ 63.03(b)(1)(ii) and 63.12, and Applicants hereby request streamlined processing.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's rules, in support of this application Applicants submit the following information from Section 63.18(a)–(d) for the Licensee, the Transferor and the Transferee, and from Section 63.18(h)–(p) for the Transferee:

Section 63.18 (Licensee, Transferor and Transferee) –

- (a) Name, address and telephone number of Licensee, Transferor and Transferee:

Licensee:

Winstar Communications, LLC FRN No. 0006048805
520 Broad Street
Newark, New Jersey 07102-3111
(202) 367-7654

Transferor:

Winstar Holdings, LLC FRN No. 0013788294
520 Broad Street
Newark, New Jersey 07102-3111
(202) 367-7654

Transferee:

GVC Networks, LLC FRN No. 0009435744
660 Woodward Avenue
Suite 1110
Detroit, Michigan 48226
(248) 539-7877

(b) Licensee: Winstar is a limited liability company organized under the laws of the State of Delaware.

Transferor: Winstar Holdings is a limited liability company organized under the laws of the State of Delaware.

Transferee: GVC is a limited liability company organized under the laws of the State of Delaware.

ANSWER TO QUESTION 10:

(c) Correspondence concerning this application should be sent to:

Kathy L. Cooper, Esq.
Ulises R. Pin, Esq.
SWIDLER BERLIN LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7645

For Winstar:

Kimberley A. Bradley
Senior Director of Regulatory Affairs
Winstar Communications, LLC
1850 M Street, N.W., Ste. 300
Washington, D.C. 20036
Tel: (202) 367-7654
Fax: (202) 659-1931

For GVC:

Daniel F. Gonos
Regulatory Consultant
660 Congress St., Suite 1110
Detroit MI 48226
Tel: (248) 539-7877
Fax: (509) 562-1358

- (d) Licensee: Winstar has received authority under Section 214 of the Act as a non-dominant international facilities-based carrier. (See FCC File No. ITC-214-20020211-00042)

Transferor: Winstar Holdings has not previously received authority under Section 214 of the Act.

Transferee: GVC has not previously received authority under Section 214 of the Act.

ANSWER TO QUESTION 11:

Section 63.18 (Transferee) -

- (h) Following the completion of the proposed transactions, the following entities will directly or indirectly own 10% or more of the equity of Winstar:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
GVC NewCo 660 Woodward Avenue Suite 1110 Detroit, Michigan 48226	100%	U.S.	Holding Company

The following entity will hold a ten percent (10%) or greater ownership interest in **GVC NewCo**.

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
GVC Networks, LLC 660 Woodward Avenue Suite 1110 Detroit, Michigan 48226	100%	U.S.	Telecommunications

The following entity will hold a ten percent (10%) or greater ownership interest in **GVC**.

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
GVC Holdings, Inc. 660 Woodward Avenue Suite 1110 Detroit, Michigan 48226	100%	U.S.	Telecommunications

The following individuals hold a 10% or greater interest in **GVC Holdings**.

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Kirkland Dudley 19184 Breton Drive Detroit, Michigan 48223	51%	U.S.	Telecommunications
Dwayne Logan 28184 New Bedford Drive Farmington Hills, Michigan 48334	34%	U.S.	Telecommunications

There are no other individuals or entities that will hold a 10% or greater direct or indirect interest in Winstar.

ANSWER TO QUESTION 12:

GVC has no interlocking officers and directors with foreign carriers to report.

ANSWERS TO QUESTIONS 14 – 16, 18:

- (i) GVC certifies that it is not a foreign carrier within the meaning of 63.09(d) of the Commission's Rules. GVC is not directly affiliated, within the meaning of 63.09 of the Commission's Rules, with any foreign carriers.
- (j) GVC does not seek to provide international telecommunications services to any destination country in which: (1) GVC is a foreign carrier in that country; (2) GVC controls a foreign carrier in that country; or (3) any entity that owns more than 25 percent of GVC, or that controls GVC, controls a foreign carrier in that country. GVC also hereby certifies that it does not seek to provide international

telecommunications services to any destination country in which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of GVC and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

- (k)-(m) Not applicable because GVC is not a foreign carrier and is not affiliated with a foreign carrier.
- (n) Neither GVC nor Winstar has agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) GVC certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a), that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules. This Application qualifies for streamlined processing because: (1) GVC is not affiliated with a foreign carrier on any route for which authority is sought; (2) GVC is not affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and (3) GVC is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

VI. ADDITIONAL INFORMATION REQUIRED UNDER SECTION 63.04(b)

In lieu of an attachment, pursuant to Section 63.04(b) of the Commission's rules,³ Applicants submit the following information in support of their request for a transfer of control of Winstar's domestic Section 214 authority in order to address the requirements set forth under paragraphs (a)(6) through (a)(12) of Section 63.04.

- (a)(6) A description of the proposed Transaction is set forth in **Section II** above.
- (a)(7) Winstar is a facilities-based interstate domestic telecommunications service provider throughout the United States. GVC does not have any domestic interstate telecommunications operations or assets in the United States. GVC only operates intrastate telecommunications services in the State of Michigan.

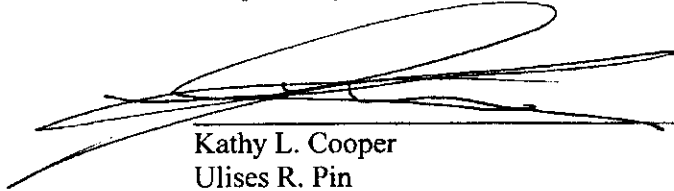
³ 47 C.F.R. § 63.04(b).

- (a)(8) This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) because GVC and its direct and indirect owners do not provide domestic interstate telecommunications services and do not have an ownership interest in any company that provides domestic telecommunications services. Accordingly, the acquisition of control of Winstar will not result in an increased concentration in any market for telecommunications services in the United States. Thus, this transaction raises no competitive or public interest concerns and this application should be afforded streamlined treatment.
- (a)(9) Through this Application, Winstar seeks authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Section 63.04(b) of the Commission's rules). No other applications are being filed with the Commission with respect to this Transaction.
- (a)(10) Not applicable.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of this Application will serve the public interest, convenience and necessity is provided in **Section III** above.

CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request expedited treatment to permit the parties to consummate the proposed transaction as soon as possible.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Kathy L. Cooper', is written over a horizontal line.

Kathy L. Cooper
Ulises R. Pin
Swidler Berlin LLP
3000 K Street, Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)

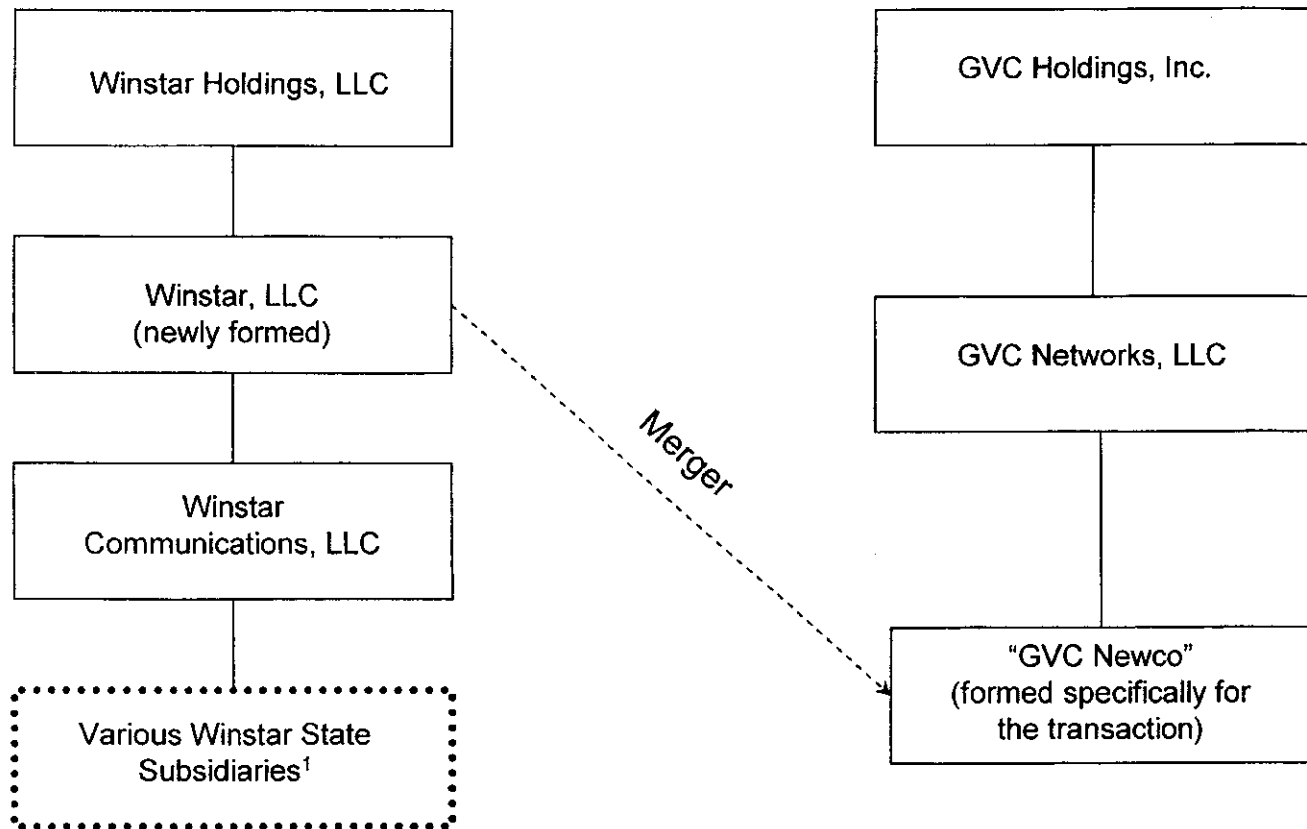
Counsel for Applicants

Dated: July 21, 2005.

EXHIBIT A

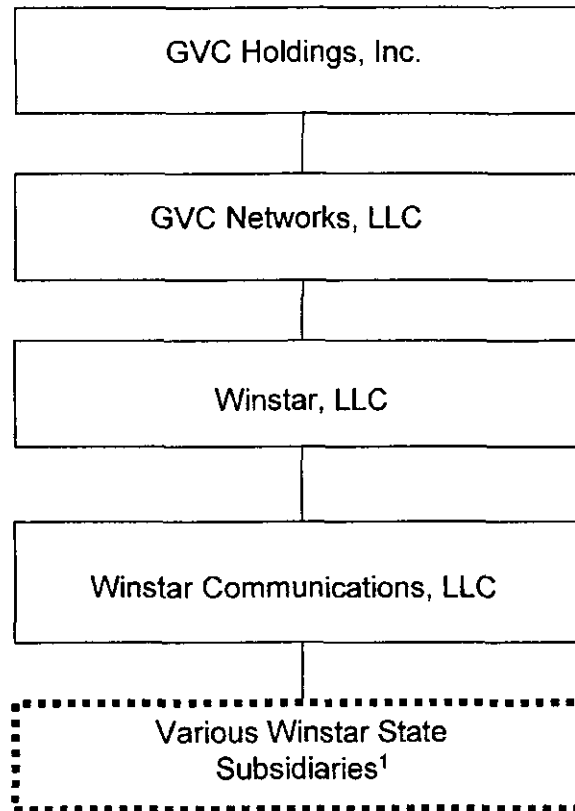
Organization Charts

Pre-Transaction Organizational Chart

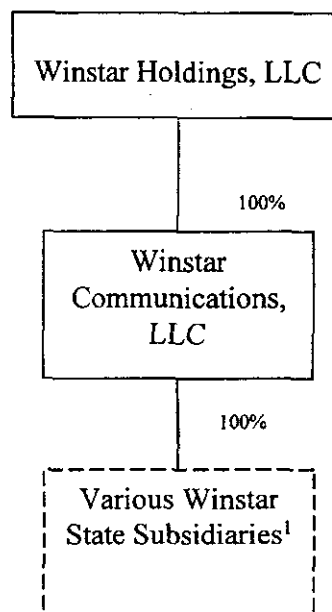


¹ The Winstar State Subsidiaries include the following sister companies: Winstar Communications of Arizona, LLC; Winstar of Delaware, LLC; Winstar of Georgia, LLC; Winstar of Hawaii, LLC; Winstar of Indiana, LLC; Winstar of Louisiana, LLC; Winstar of New Jersey, LLC; Winstar of New York, LLC; Winstar of Pennsylvania, LLC; Winstar of Virginia, LLC; and Winstar of West Virginia, LLC.

Post-Transaction Organizational Chart

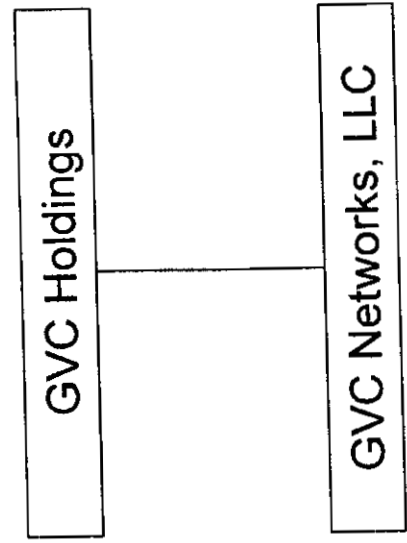


¹ The Winstar State Subsidiaries include the following sister companies: Winstar Communications of Arizona, LLC; Winstar of Delaware, LLC; Winstar of Georgia, LLC; Winstar of Hawaii, LLC; Winstar of Indiana, LLC; Winstar of Louisiana, LLC; Winstar of New Jersey, LLC; Winstar of New York, LLC; Winstar of Pennsylvania, LLC; Winstar of Virginia, LLC; and Winstar of West Virginia, LLC.

WINSTAR STRUCTURE PRE-TRANSFER OF CONTROL

¹ The Winstar State Subsidiaries include the following sister companies: Winstar Communications of Arizona, LLC; Winstar of Delaware, LLC; Winstar of Georgia, LLC; Winstar of Hawaii, LLC; Winstar of Indiana, LLC; Winstar of Louisiana, LLC; Winstar of New Jersey, LLC; Winstar of New York, LLC; Winstar of Pennsylvania, LLC; Winstar of Virginia, LLC; and Winstar of West Virginia, LLC.

CORPORATE STRUCTURE OF GVC



CERTIFICATIONS

CERTIFICATION

I, DWAYNE [NAME], ^{President} CEO [TITLE] of GVC Networks, LLC ("GVC"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of GVC, the Transferee and an Applicant in the attached "Application for a Transfer of Control of Domestic and International Section 214 Authorizations" filed by Winstar Communications, LLC and GVC (the "Application"). I further certify that the information in the foregoing Application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that GVC is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

By: Dwayne Cooper
Name:
Title:
GVC Networks, LLC

Date: July 21, 2005

CERTIFICATION

I, Gene A. Grieco, Senior Vice President of Winstar Communications, LLC ("Winstar"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Winstar, the Licensee and an Applicant in the attached "Application for a Transfer of Control of Domestic and International Section 214 Authorizations" filed by Winstar and GVC Networks, LLC (the "Application"). I further certify that the information in the foregoing Application as it pertains to the Licensee and the Transferor is true and accurate to the best of my knowledge, and that neither the Winstar nor Winstar Holdings is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

By: Gene Grieco
Name: Gene A. Grieco
Title: Senior Vice President
Winstar Communications, LLC

Date: July 20, 2005